

quinn emanuel trial lawyers | washington, dc

777 Sixth Street NW, 11th Floor, Washington, District of Columbia 20001-3706 | TEL (202) 538-8000 FAX (202) 538-8100

RECEIVED
DATE: 1/29/15

MEMO ENDORSED

1/28/15 WRITER'S DIRECT DIAL NO.
(202) 538-8166

WRITER'S INTERNET ADDRESS
mikelyle@quinnemanuel.com

APPROVED by further
extension of this deadline.

BY ECF

SO ORDERED:

Hon. Andrew J. Peck
United States Magistrate Judge

January 27, 2015

Honorable Andrew J. Peck
United States Magistrate Judge
Southern District of New York
Daniel Patrick Moynihan Courthouse
500 Pearl Street, Courtroom 20D
New York, New York 10007

Re: *Rio Tinto v. Vale et al*, Civil Action No. 14-cv-3042 (RMB) (S.D.N.Y.)

Dear Judge Peck:

We write on behalf of Plaintiff Rio Tinto plc ("Rio Tinto") in the above-captioned matter to provide the Court with a status report regarding our ongoing production of documents responsive to Defendant Vale S.A.'s ("Vale") document requests related to the BHP takeover defense (the "BHP Requests") and to respectfully request some additional time to complete our production.

To date, Rio Tinto has produced over 10,500 documents (consisting of over 48,000 pages) responsive to Vale's BHP Requests. In accordance with the Court's January 13, 2015 order, later today Rio Tinto will produce an additional 1350 documents (consisting of over 4500 pages) responsive to those same requests. Rio Tinto's production, however, is not complete due to a technical issue that occurred during Rio Tinto's data extraction that we identified during the quality control phase of our document review. Specifically, we noticed that in a number of instances, where there were supposed to be email attachments, the attachments were "stubbed" such that there was a placeholder for the attachment, but the actual attachment was not present.

Upon discovering the issue, we began diligently working with our client and outside vendor to understand and resolve it. The resolution of this issue requires us to pull and review data from a system that is different from the one originally accessed for our production.¹ This system contains

¹ As we noted in the parties' January 8, 2015 joint letter to the Court, Vale did not finalize its list of five custodians until December 13, 2014, choosing only two of the five custodians identified by Rio Tinto as relevant to the BHP Requests. As a result, while Rio Tinto had collected massive quantities of data prior to the Court's December 9, 2014 order on the BHP Requests, some of the custodians selected by Vale had not been previously identified as potential (footnote continued)

quinn emanuel urquhart & sullivan, llp

LOS ANGELES NEW YORK SAN FRANCISCO SILICON VALLEY CHICAGO LONDON TOKYO MANNHEIM MOSCOW HAMBURG PARIS MUNICH
SYDNEY HONG KONG BRUSSELS

the necessary data from the custodians selected by Vale, but it is maintained by an outside vendor and the data for each custodian is large in size, causing the data extraction and review process to be technically difficult and time-consuming. We were hopeful that the issue would be resolved in time for today's deadline, but it only recently became clear that we would not have all of the necessary data processed and ready for review until a few days from now.

Rio Tinto's teams are working diligently to extract, process and review the data, but we require additional time to complete the production. Accordingly, Rio Tinto respectfully requests that the Court grant Rio Tinto until February 16, 2015 to complete its production on the BHP Requests. Rio Tinto proposes to make rolling productions weekly (*i.e.*, on February 3 and February 10) until production is complete on February 16. In the event Rio Tinto can complete the production sooner, it is committed to doing so.

Rio Tinto advised Vale of our technical issue and requested Vale's consent to this extension, but Vale has refused. The extension will not prejudice Vale as the deadline for document production to be substantially complete in this case is June 2015, and Rio Tinto's BHP Production will be done far in advance of that. And by the end of today, Vale will already have almost 12,000 documents from Rio Tinto to review (this is more than *fourteen* times what Vale has produced to date, and more than *three* times as many documents as *all* Defendants combined have produced to Rio Tinto thus far). Vale has produced 839 documents, Thiam has produced 2,468 documents, and Steinmetz and BSGR have produced 9 documents. Accordingly, Rio Tinto respectfully requests that the Court grant Rio Tinto until February 16, 2015 to complete the BHP Production.²

Respectfully submitted,

/s/ Michael J. Lyle
Michael J. Lyle

custodians (because they are not otherwise relevant to the lawsuit), and therefore their data had not yet been collected.

² While not the subject of today's document production deadline, for the sake of clarity, Rio Tinto can confirm that it will produce the investigative reports in accordance with the Court's January 13, 2015 order and will do so before the next conference with the Court (scheduled for February 6, 2015).